



Sunoco Inc.
100 Green Street
PO Box 426
Marcus Hook PA 19061

CERTIFIED MAIL RETURN RECEIPT: 7006 0810 0002 4542 6933

July 29, 2011

Director, Air Enforcement Division
Office of Civil Enforcement
U. S. Environmental Protection Agency
Mail Code 2242-A
1200 Pennsylvania Avenue, N. W.
Washington, DC 20460-0001

RE: USA v. Sunoco, Inc. et. al. – Civil Action No. 05 CV-02866
11th Semi-Annual Progress Report
January 1, 2011 – July 31, 2011

Dear Sirs:

Pursuant to Paragraph #114 of the Consent Decree entered in the above noted Civil Action, enclosed is Sunoco's eleventh semi-annual progress report. Take note that effective on March 1, 2011, ownership of the Toledo refinery was transferred to Toledo Refining Company LLC, a subsidiary of PBF Holding Company LLC. On July 13, 2011, a proposed Third Amendment Consent Decree was lodged with the United States District Court for the Eastern District of Pennsylvania to separate the Toledo refinery into a separate agreement. Once the amendment is final, Toledo Refining Company will provide the updates.

Should you have any questions concerning the enclosed report, please contact me at 610-859-1695.

I certify under penalty of law that this information was prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my directions and my inquiry of the person(s) who manage the system, or the person(s) directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete.

Signed: Scott A. Baker / For:
Terry A. Soule
Director, Environmental Services & Policy
Sunoco, Inc.

Date: 7/29/11

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Enclosures (electronic copies on CD):

CD Semi-Annual Report #11

Amended AMP for Toledo

Amended AMP for Marcus Hook

J & H Lab audit report

Lancaster Lab Audit report

Philly Third Party Audit report

Toledo Third Party Audit report

Toledo Corrective Actions report

cc: Chief, Environmental Enforcement Section
U. S. Department of Justice
Certified Receipt: 7006 0810 0002 4542 6940

Director, Air Enforcement Division
c/o Matrix New World Engineering
Certified Receipt: 7006 0810 0002 4542 6957

U. S. EPA Region III
Certified Receipt: 7006 0810 0002 4542 6964

Pennsylvania Department of Environmental Protection
Mr. James Rebarchak, Air Program Manager
Southeast Regional Office
Certified Receipt: 7006 0810 0002 4542 6971

Oklahoma Department of Environmental Quality
Certified Receipt: 7006 0810 0002 4542 5776

Philadelphia Air Management Service
Certified Receipt: 7006 0810 0002 4542 5783

U.S. EPA Region V
Certified Receipt: 7006 0810 0002 4542 5790

Ohio Environmental Protection Agency
Certified Receipt: 7006 0810 0002 4542 5806

U.S. EPA Region VI
Certified Receipt: 7006 0810 0002 4542 5875

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Email copies of CD Semi-Annual Report #11 to:

csullivan@matrixnewworld.com

fogarty.johnpac@epamail.epa.gov

foley.patrick@epamail.epa.gov

File: Global Settlement Periodic Reports, 2011

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bcc electronically:

Nithia Thaver

Jonathan Hunt

Scott Baker

Chuck Barksdale

Jim Keeler

Elaine Moore

Arnie Dodderer

John Pickering

Lisa Lekawa

Ted Dougher